

EXHIBIT A

WHITEFORD, TAYLOR & PRESTON LLC

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DIRECT FAX (410) 223-4178
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THE RENAISSANCE CENTRE, SUITE 500
405 NORTH KING STREET
WILMINGTON, DE 19801-3700
MAIN TELEPHONE (302) 353-4144
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DELAWARE*
DISTRICT OF COLUMBIA
KENTUCKY
MARYLAND
MICHIGAN
NEW YORK
PENNSYLVANIA
VIRGINIA

WWW.WTPLAW.COM
(800) 987-8705

October 31, 2018

VIA FEDERAL EXPRESS AND EMAIL

Ray C. Schrock, P.C. (ray.schrock@weil.com)
Jacqueline Marcus (jacqueline.marcus@weil.com)
Garrett A. Fail (garrett.fail@weil.com)
Sunny Singh (sunny.singh@weil.com)
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153

VIA FEDERAL EXPRESS

Sears Holdings Corporation
Kmart Corporation
3333 Beverly Road
Hoffman Estates, Illinois 60179
Attention: General Counsel

**Re: In re Sears Holdings Corporation, *et al.* (Case No. 19-25638 (RDD))
Reclamation Demand of The J.M. Smucker Company
and Smucker Retail Foods, Inc.**

Dear Sirs and Madam:

This firm represents The J.M. Smucker Company and Smucker Retail Foods, Inc. (together, “Smucker”) with respect to amounts due and owing from one or more of the above referenced-debtors (the “Debtors”) to Smucker.

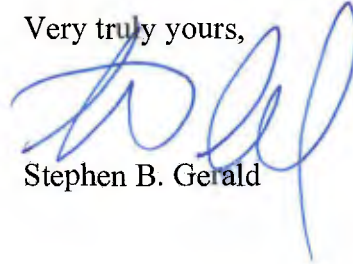
During the forty-five days prior to the filing of the Debtors’ chapter 11 petitions (the “Reclamation Period”), Smucker sold, and the Debtors received from Smucker, in the ordinary course of the parties’ respective businesses, certain goods, including the goods relating to the invoices identified on the ledger attached hereto as **Exhibit A**. Copies of the respective invoices are attached hereto as **Exhibit B**. The value of the outstanding invoices related to goods received by the Debtors during the Reclamation Period is \$84,579.84.

Pursuant to 11 U.S.C. § 546(c)(1) and applicable non-bankruptcy law, Smucker hereby demands reclamation of the goods received by the Debtors from Smucker during the Reclamation Period, as identified herein. Additional documentation in support of this reclamation demand will be made available upon request.

Further, Smucker demands an accounting and inventory from the Debtors of all the goods subject to reclamation by Smucker and that all such goods be segregated from other goods in the Debtors’ possession. Please forward the accounting and inventory to my attention.

Smucker reserves the right to amend or supplement its reclamation demand or to make additional demands or claims at law or in equity, including, but not limited to, an administrative expense claim under 11 U.S.C. § 503(b)(9), or any other provision of the Bankruptcy Code.

Very truly yours,

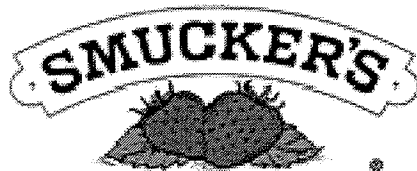


Stephen B. Gerald

EXHIBIT A

<u>Invoice No.</u>	<u>PO No.</u>	<u>Invoice Date</u>	<u>Invoice Amount</u>	<u>Date of Receipt</u>
70185087	8275305211	9/21/2018	40,983.18	9/24/2018
70185088	8292262147	9/21/2018	21,979.20	9/24/2018
70185054	8292261340	9/21/2018	21,617.46	9/24/2018
		<u>TOTAL</u>	<u>84,579.84</u>	

EXHIBIT B



INVOICE

SMUCKER RETAIL FOODS, INC
CORPORATE OFFICES
ORRVILLE, OHIO 44667
Phone (330) 684-3000

Invoice Number	Invoice Date
70185087	09/21/18
Terms of Sale	
2/15 NET 16	
Customer P.O.	
08275305211	
Requested Del. Date	Order Date
09/24/18	09/05/18

SOLD TO:

KMART MANAGEMENT CORP
ATTN: TEAM 42
4849 GREENVILLE AVE.
SUITE 1100
DALLAS TX 75206-4166

SHIPPED TO:

BIG K/K-MART DIST.CTR.#8275
MORRIVILLE DIST CENTER
1 KRESGE RD. PENN WARNER
FAIRLESS HILLS PA 19030

REMIT TO:

THE J.M. SMUCKER COMPANY
39198 TREASURY CENTER
CHICAGO IL 60694-9100

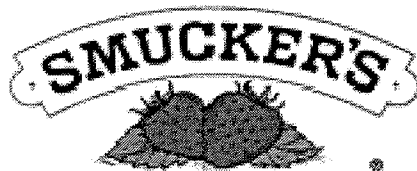
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IF THESE GOODS ARE EXPORTED FROM THE UNITED STATES, THE EXPORTER IS REQUIRED TO COMPLY WITH ALL UNITED STATES GOVERNMENT EXPORT REGULATIONS. DIVERSION CONTRARY TO UNITED STATES LAW IS PROHIBITED.

CUSTOMER NO	SHIPPED FROM	SHIPPED VIA	SHIPDATE	F.O.B.	DSM	SHIPMENT METHOD			
2015301	702 DSC - AL	NEW ENGLAND MOTOR FR	09/20/18	FOB DESTINATION	91150	TRUCK			
ORDERED	SHIPPED	DESCRIPTION			BROKER	UNIT PRICE	DEDUCTION/ CHARGE	NET PRICE	TOTAL AMOUNT
120	120	2550020300	FOLGERS	FG 5.08OZ CLS RST 18KCUP 4CT	9012200	39.48		39.48	4737.60
14	14	2550020529	FOLGERS	FG 25.4OZ CAF GR BRKFST BLEND	9012200	49.86		49.86	698.04
336	336	2550020421	FOLGERS	FG 30.5 OZ CAF GR CLS RST	9012200	52.80		52.80	17740.80
20	20	5150005711	SMUCKER	SM 20 OZ SQUEEZE GRAPE JELLY	9012200	21.96		21.96	439.20
224	224	2550020165	FOLGERS	FG 11.3OZ CAF CLS RST CAN 6CT	9012200	20.28		20.28	4542.72
75	75	2550081121	FOLGERS	FG 3OZ 12/19CT CAF SINGLES REG	9012200	42.48		42.48	3186.00
20	20	2550020629	FOLGERS	FG 8OZ CAF INSTANT 6CT	9012200	28.32		28.32	566.40
63	63	7447101720	BUSTELO	BS 10 OZ BRICK	9012200	76.32		76.32	4808.16
91	91	2550000288	FOLGERS	FG 23OZ DECAF GR SPLY SMTH	9012200	46.86		46.86	4264.26
UNITS ORDERED	UNITS SHIPPED	BILLWEIGHT	SHIP WEIGHT	INVOICE GROSS	SALES DEDUCTION	FREIGHT	NET AMOUNT	INV.TOTAL	
963	963	09000	9098.6	40983.18			40983.18		40983.18

CASH DISCOUNT ALLOWED ONLY IF PAYMENT IS RECEIVED WITHIN PERIOD SPECIFIED. OTHER DEDUCTIONS ARE NOT ALLOWED UNLESS AGREED TO IN WRITING BY US. ALL CLAIMS MUST BE MADE WITHIN 10 DAYS OF RECEIPT OF GOODS AND SUPPORTED BY NECESSARY DOCUMENTATION. PRICING OR ALLOWANCE CLAIMS MUST BE MADE WITHIN ONE YEAR FROM INVOICE DATE. THIS INVOICE BECOMES IMMEDIATELY DUE AND PAYABLE IN EVENT OF INSOLVENCY OF BUYER OR BREACH OF PAYMENT TERMS OR OTHER AGREEMENT TERMS AND CONDITIONS.

THE PERISHABLE AGRICULTURAL COMMODITIES LISTED ON THIS INVOICE ARE SOLD SUBJECT TO THE STATUTORY TRUST AUTHORIZED BY SECTION 5(C) OF THE PERISHABLE AGRICULTURAL COMMODITIES ACT, 1930 (7 U.S.C. 499E(C)). THE SELLER OF THESE COMMODITIES RETAINS A TRUST CLAIM OVER THESE COMMODITIES, ALL INVENTORIES OF FOOD OR OTHER PRODUCTS DERIVED FROM THESE COMMODITIES, AND ANY RECEIVABLES OR PROCEEDS FROM THE SALE OF THESE COMMODITIES UNTIL FULL PAYMENT IS RECEIVED.



INVOICE

SMUCKER RETAIL FOODS, INC
CORPORATE OFFICES
ORRVILLE, OHIO 44667
Phone (330) 684-3000

Invoice Number	Invoice Date
70185088	09/21/18
Terms of Sale	
2/15 NET 16	
Customer P.O.	
08292262147	
Requested Del. Date	Order Date
09/24/18	09/05/18

SOLD TO:

KMART MANAGEMENT CORP
ATTN: TEAM 42
4849 GREENVILLE AVE.
SUITE 1100
DALLAS TX 75206-4166

SHIPPED TO:

BIG K/K-MART DIST.CTR. #8292
OCALA DISTRIBUTION CENTER
655 SOUTHWEST 52ND AVE.
OCALA FL 34474

REMIT TO:

THE J.M. SMUCKER COMPANY
39198 TREASURY CENTER
CHICAGO IL 60694-9100

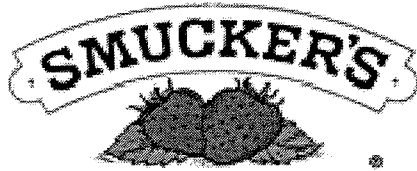
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CUSTOMER NO	SHIPPED FROM	SHIPPED VIA	SHIPDATE	F.O.B.	DSM	SHIPMENT METHOD			
2015311	703 DSC - FA	OLD DOMINION	09/20/18	FOB DESTINATION	91150	TRUCK			
ORDERED	SHIPPED	DESCRIPTION			BROKER	UNIT PRICE	DEDUCTION/ CHARGE	NET PRICE	TOTAL AMOUNT
273	273	2550020421	FOLGERS	FG 30.5 OZ CAF GR CLS RST	9012200	52.80		52.80	14414.40
20	20	7447111500	BUSTELO	BS 6.67OZ ESPRESSO 18KCUP 4CT	9012200	39.48		39.48	789.60
30	30	2550081121	FOLGERS	FG 3OZ 12/19CT CAF SINGLES REG	9012200	42.48		42.48	1274.40
45	45	7447101720	BUSTELO	BS 10 OZ BRICK	9012200	76.32		76.32	3434.40
56	56	8133400047	DUNKIN DONUTS	DD 12 OZ CAF GR FRENCH VANILLA	9012200	36.90		36.90	2066.40

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INVOICE

Pg 9 of 9
SMUCKER RETAIL FOODS, INC
CORPORATE OFFICES
ORRVILLE, OHIO 44667
Phone (330) 684-3000

Invoice Number	Invoice Date
70185054	09/21/18
Terms of Sale	
2/15 NET 16	
Customer P.O.	
08292261340	
Requested Del. Date	Order Date
09/24/18	08/30/18

SOLD TO:

KMART MANAGEMENT CORP
ATTN: TEAM 42
4849 GREENVILLE AVE.
SUITE 1100
DALLAS TX 75206-4166

SHIPPED TO:

BIG K/K-MART DIST.CTR. #8292
OCALA DISTRIBUTION CENTER
655 SOUTHWEST 52ND AVE.
OCALA FL 34474

REMIT TO:

THE J.M. SMUCKER COMPANY
39198 TREASURY CENTER
CHICAGO IL 60694-9100

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CUSTOMER NO		SHIPPED FROM		SHIPPED VIA		SHIPDATE	F.O.B.	DSM	SHIPMENT METHOD		
2015311		703 DSC - FA		OLD DOMINION		09/20/18	FOB DESTINATION	91150	TRUCK		
ORDERED	SHIPPED	DESCRIPTION					BROKER	UNIT PRICE	DEDUCTION/ CHARGE	NET PRICE	TOTAL AMOUNT
20	20	2550020300	FOLGERS	FG 5.08OZ CLS RST 18KCUP 4CT			9012200	39.48		39.48	789.60
252	252	2550020421	FOLGERS	FG 30.5 OZ CAF GR CLS RST			9012200	52.80		52.80	13305.60
40	40	5150005711	SMUCKER	SM 20 OZ SQUEEZE GRAPE JELLY			9012200	21.96		21.96	878.40
112	112	2550020165	FOLGERS	FG 11.3OZ CAF CLS RST CAN 6CT			9012200	20.28		20.28	2271.36
60	60	2550020629	FOLGERS	FG 8OZ CAF INSTANT 6CT			9012200	28.32		28.32	1699.20
35	35	2550000288	FOLGERS	FG 23OZ DECAF GR SMPLY SMTH			9012200	46.86		46.86	1640.10
28	28	8133400046	DUNKIN DONUTS	DD 12 OZ CAF GR ORIGINAL BLEND			9012200	36.90		36.90	1033.20

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